



BYLAWS

OF

HESBY INVOLVED PARENTS (“HiP”)

ARTICLE I – Organization Name, Mission Statement, Purpose and Status

Section 1 – Organization Name

The Organization shall be known as “Hesby Involved Parents”, or more commonly “HiP”, and was formerly known as “Hesby Parents Association, Inc.” as identified in its articles of incorporation at the time of its original formation.

Section 2 – Mission Statement

Hesby Involved Parents (“HiP”) shall serve the best interests of the students, educators and community of the Hesby Oaks School in Encino, California by raising funds and implementing programs that supplement and enrich Hesby Oaks. This principle shall be known as “the mission” and will be referred to at various sections of these ByLaws. It shall be the principle that the members of HiP and the board of directors of HiP shall always look to “the mission” in carrying out projects, programs and activities for Hesby Oaks School.

Section 3 – General Purpose

The general purpose of HiP is to engage in any lawful act or activity for which a corporation may be organized under the Nonprofit Public Benefit Corporation Law of California, provided, however, nothing in this section shall be construed to authorize this Organization to carry on any activity for the profit of its officers, directors or other persons or to distribute any gains, profits or dividends to any of its officers, directors or other persons as such. Furthermore, nothing in this section shall be construed as allowing the Organization to engage in any activity forbidden under section 501(c)(3) of the Internal Revenue Code.

Section 4 – Political Activities

This Organization has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Organization shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Organization shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Section 5 – IRS Statement

This Organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II – Membership

Section 1 – Membership of HiP – Voting Members

Members of HiP are the parents and guardians of currently enrolled students of Hesby Oaks. They shall be referred to as “members” throughout these ByLaws. Each parent or guardian so qualified is entitled to one vote at and in connection with all functions or activities where voting by membership takes place. All voting HiP members each hold the same *one member/one vote* as members with multiple children currently enrolled at Hesby Oaks.

Section 2 – Non-Voting Memberships

As a function of inclusion and openness, the educators (teachers and administration) of Hesby Oaks shall be considered non-voting members of HiP, and are encouraged to participate in all HiP activities and membership meetings, to have a voice that is heard, and to volunteer where desired. Other than as described in these ByLaws with respect to the Board position of Faculty Liaison, Non-Voting members of HiP are not entitled to serve on the Board of Directors, nor chair committees, unless a non-voting member otherwise qualifies as a voting member by virtue of having currently enrolled children at Hesby Oaks.

ARTICLE III – Board of Directors

Section 1 – Board Membership

HiP shall operate at the consent and pleasure of the HiP membership, comprised of the parents and guardians of the students of Hesby Oaks School. To accomplish this, HiP shall maintain a Board of Directors, elected and appointed, to act as the stewards of HiP in organizing, planning and carrying out the mission of HiP, and in carrying out the activities of HiP that promote, benefit and protect the interests of the students, educators and community of the Hesby Oaks School.

The Board of Directors shall be composed of 16 voting positions. The following five *elected* positions are: (1) President; (2) Executive Vice President; (3) Middle School Vice President; (4) Secretary;

and (5) Treasurer. The following eleven **appointed** positions are: (6) Director of Fundraising Events; (7) Director of Ongoing Fundraising; (8) Director of Corporate Fundraising; (9) Director of School Activities; (10) Director of Communications; (11) Director of Academic Enrichment; (12) Director of Hospitality; (13) Director of Finance; (14) Faculty Liaison; and two (15) & (16) At-Large Board Members. These sixteen (16) board members shall each have one vote in all motions properly brought before the Board for action.

The Board is empowered to appoint *ex officio* and honorary Board positions where desired to assist the Board where reasonably necessary. Said temporary positions shall not carry beyond the end of the calendar school year in which they may be appointed, and carry no voting right as a Board member in any capacity. There shall be the position of Immediate Past President (IPP) to sit *ex officio* for one year following the election or appointment of any new president. The IPP shall have no voting rights on the board.

Section 2 – Terms of Office of Board Members

Each of the sixteen (16) seats on the Board shall submit for elections or appointment in the following manner:

- (a) The offices of President and Secretary shall submit for general election in the spring of **even calendar years** (i.e., 2012, 2014, et. al.) for two year terms of office, without term limits,
- (b) The offices of Executive Vice President and Treasurer shall submit for general election in the spring of **odd calendar years** (i.e., 2011, 2013, et al.) for two year terms of office, without term limits,
- (c) The office of Middle School Vice President shall submit for general election in the spring of **each calendar year**, and thus is a one year term of office, without term limits, and
- (d) The remaining eleven (11) Board positions shall be appointed for one year terms of office to commence after the general elections are concluded each spring, by the then existing members of the Board, without term limits.

The offices of President and Secretary are by these ByLaws ordinarily two year terms of office that begin in **even** years (i.e., 2012, 2014, et. al.). To achieve a staggered election cycle, these offices are hereby set for elections in 2011 for a one year term, to conclude at the end of the 2011-2012 school years. Following this special one year term, these seats shall at the election cycle of 2012, be established as two year terms of office thereafter.

That portion of the Board that is elected in any calendar year shall begin its term of office upon the announcement of election results at the annual “end of year” barbeque, held in the last weeks of the prior school year, or upon the close of the school year, whichever comes first.

The elected members of the Board have as their first responsibility to solicit for interested members of HiP to be considered for appointment to any open seats following the elections. The Board

shall provide equal notice and opportunity to the entire membership for such solicitation of new board members, and shall make every effort to appoint open seats as reasonably soon thereafter as possible over the summer months before the next school year begins.

With respect to the position of Faculty Liaison, the position is available for candidate consideration of any current teacher of Hesby Oaks School, and the Board shall solicit interest to all teachers equally for candidates to present interest in appointment. If no teacher expresses an interest to serve as Faculty Liaison, the Board shall have the power to appoint, if at all, a staff member of Hesby Oaks to serve in the Faculty Liaison position.

The Board shall begin its term of office upon the announcement of election results at the annual “end of year” barbeque, held in the last weeks of the prior school year, or upon the close of the school year, whichever comes first. The initial board for each upcoming school year shall be composed of the recently elected members of the Board and those Board members whose two-year terms are continuing from a prior year based on two-year terms of office, and its numbers shall increase in the weeks and months thereafter, as the elected and carry-over board appoints appointed board members and any unfilled elected board seats, and as the blended elected and appointed board further appoints remaining appointed board members. As the board increases in number, both the elected and then-appointed board members shall have full voting rights in the further process of filling the remaining open board seats, until the board is either fully comprised of its full membership, or remain less than full by the existence, if at all, of unfilled board seats. Where unfilled Board seats remain, the Board shall act continuously and with diligence to solicit for qualified and interested candidates to accept unfilled board seats that may exist throughout the term of office.

Section 3 – Open Forum - Board Meetings and General Membership Meetings¹

It shall be the objective of the Board to conduct its business openly and with transparency to the membership. To achieve this objective, the Board shall schedule to hold (during the calendar school year) **General Membership** meetings monthly, other than December, on dates and times well noticed in advance to all members, in which the agenda for the next up-coming **Board** meeting shall be circulated in advance by mass communication and by distribution at the General membership meeting, for the purpose of providing the general membership the opportunity to consider and comment on intended board actions, votes, financial commitments and intended directions contained in the agenda.

The Board may exercise discretion in not including issues on the published agenda that may be of a sensitive nature, provided the issue does not involve the expenditure of HiP resources (financial and/or in kind services).

¹ Most civic organizations hold Board meetings in public for its members to participate through public comment time. HiP has traditionally not done this as a consequence of logistics and practice. To promote the “mission” of open and transparent governing, these Bylaws strike a balance by providing that important issues of expenditures of HiP monies and initiation of programs will be the subject of HiP General Membership input **before** action is taken by the Board.

The Board may further exercise discretion to cancel a monthly General Membership meeting upcoming where attendance at the most recent prior General Membership meeting is less than 25 HiP members other than Board members.

Notwithstanding the requirement of the published agenda and procedures discussed above in this section, the Board is permitted where reasonably necessary to consider, vote and implement actions of financial commitments without prior General Membership input where time or other short term factors are reasonably at play. However, any such action shall be included for full disclosure and discussion at the next General Membership meeting for membership input, and explanation for the need for short term action.

Where such actions are of a reasonably trivial nature, they may be summarized to avoid any undue waste of time in the course of HiP General Membership meetings.

It shall be the right of any voting member of HiP to attend any Board of Director meeting by indicating their intent to be present and observe. Should members of HiP indicate their desire to attend and observe a Board meeting, all such members of HiP must give notice to the President, the Executive Vice President or the Secretary of their intent to be present at least one week prior to the scheduled Board meeting, in order for the Board to consider the size of the meeting location to accommodate the expected membership observers. Where members of HiP are in attendance at HiP Board meetings, the Board is empowered to hold any executive session therein, where necessary, to conduct board business that may be of a sensitive nature, by excusing non board member HiP members for such time as any executive session may last.

Section 4 – Leadership and Conduct of General Membership Meetings

Healthy debate on important issues of fundraising and expenditure spending shall be encouraged, and the Board shall set reasonable standards for any and all members to express their views as to proposed initiatives the Board expects to undertake.

The membership meetings, otherwise known as “HiP Meetings” shall be led by the President, or by such other elected or appointed board member as the President may designate among the voting members of the Board. If the President does not make such designation, and otherwise does not attend the membership or board meeting, the Executive Vice President shall assume such leadership of the meeting and/or shall be empowered to designate another voting board member to lead said meeting.

If at General Membership meetings an issue is discussed that reasonably becomes contentious² to a degree that the leadership of the meeting may be reasonably viewed as not impartial to the debate, the leadership shall step down in favor of a perceived neutral member of HiP not on the Board, to lead the discussion on said contentious issue(s), assuming such a volunteer is identified and willing to serve in

² Historically, issues have arisen at HiP General Membership meetings where the appearance of a conflict of interest may be said to have existed. To avoid this appearance, these Bylaws set forth a procedure to relinquish control of the debated issue(s) to a perceived neutral member of HiP, to moderate and facilitate a conclusion to the debate, so that all sides may reasonably voice their points of view.

this temporary leadership role. If no neutral leader can be found, the issue shall be tabled for the next General Membership meeting, and the Board shall take no action to advance the contentious issue until it has been debated in full and the membership is given all reasonable opportunity to voice its collective opinions. In the intervening time before the next General Membership meeting, the President shall undertake reasonable efforts to identify and enlist a HiP member willing to step into the neutral leadership role discussed herein, so that the issue may be renewed for discussion at the next HiP General Membership Meeting. The President shall have a deadline of one week prior to the next General Meeting to identify the neutral leader. If in that time, the President fails to identify and enlist a neutral leader, the remaining Board members together shall act to obtain said neutral leader and the Board's selection of a neutral shall be used to lead the next General Membership meeting on the point(s) of contention as discussed herein above.

Section 5 – Titles and Areas of Responsibility of Board Members

- ***President***

- The HiP President is the Chief Executive Office (“CEO”) of the Organization and the Corporation duly formed.
- The President shall supervise and control the affairs of the corporation and the activities of the officers.
- The President shall perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation, or by these ByLaws, or which may be prescribed from time to time by the board of directors.
- The President shall have the power to delegate to other board members tasks and assignments, as appropriate to their positions and abilities, however all such delegations do not waive the President's fiduciary obligations to the “mission” of the corporation, and all other responsibilities under law that the President is expected and obligated to carry out.
- Unless another Board Member is appointed to lead meetings at the request of the President, the President shall lead all meetings of the Board and of the HiP membership.
- Except as otherwise expressly provided by law, by the Articles of Incorporation, or these ByLaws, the President shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.
- The President shall be responsible for ensuring the corporation is duly registered in good standing with all governmental regulation bodies, including its corporation standing with the California Department of Corporations, and the corporation's standing with all government exemptions for the corporation's non-profit status under IRS Code 501(c)(3).

- ***Executive Vice President***

- In the absence of the President or in the event of the President's inability or refusal to act, the Executive Vice President shall perform all of the duties of the President,

and when so acting shall have all the powers of, and be subjected to all the restrictions on, the President. The Executive Vice President shall have other powers and perform such other powers as may be prescribed by law, by the Articles of Incorporation, or by these ByLaws, or as may be prescribed by the Board of Directors.

- ***Middle School Vice President***

- The Middle School Vice President shall be the chief Board Member to oversee and promote the interests of the Middle School at Hesby Oaks, involving grades 6, 7 and 8. This shall include overseeing and managing all committees and activities that relate to the middle school grades, including without limitation the Sixth Grade Trip, the Seventh Grade Trip, the Eighth Grade Trip, and the Eighth Grade Culmination.
- The Board shall honor the quasi-autonomy of the Middle School Vice President in ensuring that all issues that reasonably touch upon the Middle School are discussed at all levels with the Middle School Vice President and that no Board member shall engage in activities concerning HiP actions regarding the Middle School without including the Middle School Vice President in the issue(s) at hand.

- ***Secretary***

- The Secretary shall:
 - Certify and keep at the principal office of the corporation the original or a copy of, these ByLaws as enacted and may be amended from time to time.
 - Keep at the principal office of the corporation the book of minutes of all meetings of the board, meetings of the membership, meetings of committees where applicable, recording therein the time and place of said meetings, whether regular or special, how called, how noticed, with the names of all Board Members and/or committee members present, and the general and specific issues discussed as reasonably summarized, along with the motions made, seconded and the votes as cast, along with the outcome of all such motions made and actions taken, including the voting choices of each Board Member for each vote cast.
 - Prepare the agenda of board meetings, with all intended motions expected to be made, including the expected use of HiP funding, and provide said agenda to the Director of Communications for advance posting to the entire HiP membership with reasonable advance notice to the membership, before membership meetings to achieve the mission of HiP.
 - Be the custodian of the records and the seal of the corporation and affix the seal, as authorized by law of the provisions of these ByLaws, to duly executed documents of the corporation.
 - Be the designated board member to assist the President in ensuring that the corporation is active and in good standing with its incorporation and its tax exempt status, and any other governmental agency standings.
 - Distribute the minutes of each prior board meeting, to the Board, for the Board to move to adopt said proposed minutes, at its next Board meeting,

for inclusion into the books of the corporation, and provide same to the Director of Communications for website posting.

- **Treasurer**

- The Treasurer shall:
 - Disseminate to all Board members the **HiP Financial Protocols** for money handling, and advise all Board members of their obligations to adhere to the protocols set forth therein, and for all Board members to advise their committee chairs and members under whose oversight each Board member falls, to also adhere to the protocols.
 - Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board.
 - Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
 - Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board, taking proper vouchers for such disbursements.
 - Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
 - Exhibit at all reasonable time the books of account and financial records to any board member of the corporation, or to any board member's agent or attorney, on request thereof.
 - Render to the President and Board, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
 - Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
 - Prepare, or cause to be prepared, a financial spreadsheet of assets and liabilities, including profits, losses, distributions and expenditures, as currently constituted, and available for distribution to the membership at each HiP membership meeting, to advance the mission of HiP.
 - Said financial statements shall be of sufficient line-item detail to delineate each fundraising activity, each program, etc., its costs, income, projections, etc. so all members are informed how each program is projected to perform, how it is currently performing, and how it performed if completed.
 - Prepare to discuss with the membership at each membership meeting the financial spreadsheets of assets, liabilities, etc.
 - In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of

the corporation, or by these ByLaws, or which may be assigned to him or her from time to time by the board.

- ***Director of Fundraising Events***

- The Director of Fundraising Events shall oversee and manage, to the extent the Board resolves to hold such events:
 - The annual Gala event;
 - The Holiday Boutique event;
 - The Monster Mash Halloween event;
 - The Turkey Trot event;
 - The Gift Wrap Sale activities;
 - The Skateland event;
 - The Book Fair event;
 - All other events deemed “major stand alone fundraising events” that may be proposed and implemented by or approved by the Board during the school year.

- ***Director of Ongoing Fundraising***

- The Director of Ongoing Fundraising shall oversee and manage, to the extent the board resolves to carry out such activities:
 - Direct Donation Drives;
 - Corporate Donations;
 - Family Dinner Nights;
 - Sprit Wear Sales;
 - Food/Drink Sales;
 - Elementary and Middle School Level grade fundraising activities; (Middle School fundraising activities to be coordinated with the Middle School Vice President);
 - All other ongoing fundraising activities that may be proposed and implemented by the board or approved by the Board during the school year.

- ***Director of Corporate Fundraising***

- The Director of Corporate Fundraising shall oversee and manage, to the extent the board resolves to carry out such activities:
 - Grant writing;
 - Community partnerships;
 - Event Sponsorships;
 - All other corporate fundraising activities that may be proposed and implemented by the board or approved by the Board during the school year.

- ***Director of School Activities***

- The Director of School Activities shall oversee and manage, to the extent the board resolves to carry out such activities:
 - Traffic and Safety activities;
 - Parent Center management;
 - Room Parent Coordination;

- Laps Program;
 - Volunteer Coordination;
 - Talent Show;
 - Yearbook;
 - All other school activities that may be proposed and implemented by the board or approved by the Board during the school year.
- **Director of Communications**
 - The Director of Communications shall oversee and manage, to the extent the board resolves to carry out such activities:
 - The School Web Site;
 - Tuesday Backpack News;
 - E-mail Blast system;
 - Flyers;
 - Marquee;
 - HiP Bulletin Board;
 - All other communication systems and means of mass dissemination of information, to the membership, concerning board activities, school activities, and membership activities.
 - The Director of Communications shall receive and disseminate by all reasonable means of mass communication **each board meeting agenda** from the Secretary, to be distributed to the membership with reasonable advance notice ahead of each of the HiP general membership meetings, any substantial issues reasonably calculated to elicit strong opinions of a significant segment of the membership, for purposes of gaining the membership's views and leanings, ahead of an intended Board vote on such matters at the next Board meeting.
- **Director of Academic Enrichment**
 - The Director of Academic Enrichment shall oversee and manage, to the extent the board resolves to carry out such activities;
 - Hiring of supplemental teachers for classroom and extended learning programs, (i.e. art, music, physical education, etc.);
 - Homework Club;
 - HiP Kids afterschool enrichment classes;
 - PJ's and Books;
 - All other academic enrichment programs that may be proposed and implemented by the Board or approved by the board during the school year.
- **Director of Hospitality**
 - The Director of Hospitality shall oversee and manage, to the extent the Board resolves to carry out such activities:
 - Teacher Appreciation activities;
 - Tuesday Snacks for Teachers;
 - Kinder Welcome Picnic;
 - School Tours;

- School Beautification;
 - HiP Dad Events;
 - Barbeque Events;
 - All other hospitality programs that may be proposed and implemented by the board or approved by the Board during the school year.
- **Director of Finance**
 - The Director of Finance shall work with the Treasurer in formulating and implementing effective safeguards in the handling of fundraising dollars according to the HiP Financial Protocols.
 - **Faculty Liaison**
 - The Faculty Liaison shall act to provide information from HiP to the faculty and staff of Hesby Oaks, and to obtain and voice faculty and staff issues to HiP in order to best ensure that HiP and the Hesby Oaks Faculty and Staff are working in tandem to support the mission.
 - **At Large Board Members (2)**
 - To each lead specified projects and events, as determined by the events and transactions of any given school year, and assist the Board in carrying out other functions under the oversight of other Board members.

Section 6 – General Responsibilities of All Board Members

All HiP Board members shall undertake and perform the duties specified in these ByLaws as to their own listed responsibilities and shall where applicable help, aid and assist all other Board members in carrying out their own duties. As such, no Board members shall impede or otherwise act against the duties of the other Board members, in the spirit of the mission of HiP.

The Board is empowered to establish committees tasked for specific or general purposes and staffed by members of the organization volunteering to serve in this capacity. Each committee may have Chairs or Co-Chairs to lead the committee, and report to the Board its activities, progress, problems, etc. Each such committee shall be under the oversight of one or more Board members, depending on the function of the committee’s work as it relates to designated areas of HiP’s activities.

All Board members shall faithfully adhere to the policies set forth in the HiP Financial Protocols established by the Board for handling the collection, accountability and flow of financial intake generated in the course of the various fundraising events HiP undertakes. Failure of a Board member from complying with such protocols as the Board may establish shall be grounds from which a Board member may be the subject of recall or removal.

Section 7 – General Responsibilities and Obligations of Committee Chairs and Volunteers

All persons that are appointed by the Board to chair committees or perform tasks associated with committees shall perform said duties under the oversight and coordination of at least one Board Member, and generally that Board Member will be the person whose role on the Board is associated

with the activity at issue. For example, a fundraising event by an elementary grade level will fall under the oversight of the Board's Director of Fundraising Activities, unless circumstances dictate otherwise.

All Committee Chairs and all members of HiP involved in handling monies associated with HiP fundraising shall faithfully adhere to the policies set forth in the HiP Financial Protocols established by the Board for handling the collection, accountability and flow of financial intake generated in the course of the various fundraising events HiP undertakes. Failure of Committee Chairs and those members of a committee from following financial protocols shall be grounds for removal of the Chair and/or committee members from further involvement with that committee and any other committee(s) as determined by the Board where action may be taken to address such failure.

Each chair shall report all activities and provide copies of all papers and communications to the overseeing Board Member without delay or question. All contracts, agreements, reservations, plans, etc. shall be provided by copy to the overseeing Board Members (and the President if so requested), and the failure of a committee chair to perform this task without delay shall be grounds to remove the chair from the committee and exclude them from further activity with respect to that project. The overseeing Board member (or the President) shall be empowered to terminate a chairperson from said committee, and thereafter report such action to the President (or the Board where such action was taken by the President) for additional oversight and reconsideration by the full Board, if raised and seconded as an action item at the next scheduled Board meeting. The Board may thereafter consider such conduct as grounds for further exclusion from other committees the chair may be involved with, in order to ensure that chairs of committees perform their roles in the spirit of the mission and do not act in a manner that risks the organization as a whole from fiduciary and potential legal adverse consequences.

Section 8 – Equal Opportunity Provisions

In pursuit of the mission, HiP shall initiate and staff all of its functions by giving fair and equal opportunity for all members to chair committees, and it shall be HiP's mission to do this by not allowing any one member or members to find methods of "saving seats" by quietly performing tasks for the benefit of a project that would have the consequence of giving one or more members a "leg up" in eventually leading that committee. Persons found to have attempted to "save seats" in the manner discussed herein shall not be rewarded by their conduct through an appointment as chair of the committee involved where other interested members seek said appointment who followed the rules.

Section 9 – Policy Guidelines

Each Board member, during the first four months of their election or appointment, shall draft (where necessary), retain and update a set of guidelines that pertain to their specific oversight functions, and provide to the Secretary a copy of said guidelines for the official corporate records. These guidelines shall contain the detailed policies for the manner in which each function they oversee is to be carried out within their oversight. For example, the Director of Communications oversees the "EBlast" system. Each year the system shall be updated to reflect the current rosters of families interested in being included in the system, and each year the system passwords should be changed. The Director of Communications shall therefore maintain a policy guideline on the Eblast system that

addresses the manner in which these duties are carried out. The purpose is to ensure that each Board Member's functions are easily transferable to the next Board Member that replaces them, and to the Board as a whole, by having ready and up-to-date information to transition to the position without undue work to learn the system and the methods of carrying it out. The detail of each function to be described will depend on the function on a case by case basis.

Section 10 - Quorum

The Board shall only conduct meetings where a quorum is present. A quorum shall be a simple majority of the existing voting board members of HiP at the time of the meeting at issue takes place.

Section 11 – Board Meeting Conduct

The President shall solicit agenda items for each board meeting reasonably well in advance of the preceding HiP General Meeting, so that both the General and Board meetings will have the items listed for discussion ahead of each meeting. The agenda shall be thereafter distributed at the General meeting and thereafter the Board meeting for discussion on each agenda item.

The President shall conduct said meetings as expeditious as reasonable to not allow undue wasting of time. Each Board member present shall defer to the President in running the Board meeting, and not act in any way to disrupt the meeting. However, each Board member is entitled to voice their opinions on each agenda item, and all Board members shall respect the opinions of all other Board members by giving all due courtesy for differing opinions to be stated. The President shall give each member an appropriate time to voice their opinions.

As time may allow, additional items not on the agenda may be raised and discussed at the end of the agenda items, at the discretion of the President. Where time does not allow, the requested added agenda item will be included in the next Board meeting, at the top of that agenda, so as to not allow it to fall to the bottom and potentially not be heard at the next meeting.

Where any non-board member of HiP is present to observe a board meeting, the Board shall hold an Executive Session period at some point in time during the meeting, outside the presence of all non-board members, to conduct any and all necessary Board business that is not subject to open forum of the membership.

Section 12 – Appointment Process of Board Members

The Board shall endeavor to fill all unseated board positions as they may come to exist throughout the term of office. The Board shall solicit interest of the entire membership for appointment to said unfilled seat(s), and shall give all due consideration to all candidates seeking said seats. Notice and solicitation of interest to fill board seat vacancies shall be made as early as possible upon the vacancy existing, and by as wide the use of mass communication the Board can make via website, backpack news, bulletin board posting, meeting announcements etc.

The Board shall not make any appointment of vacant Board seats without having given the entire membership reasonable notice of the vacancy and opportunity for candidates to submit intentions for consideration. Any appointment of a vacant Board seat shall be subject to open discussion at the next General Membership Meeting, and the Board shall place as an agenda item said appointment(s) with reasonable opportunity for the membership to discuss, debate and comment on the appointment and whether the membership may consider a recall vote.

The appointment of a Board member outside this procedure is considered null and void, and the person shall not be seated.

Section 13 – Recall Procedures of Board Members and Committee Chairpersons³

To support the mission, the Board shall be subject to recall in the following manner:

1. Where a Board member is considered to have not adequately performed their duties as a Board member, the remaining Board shall attempt collectively and with discretion and respect, to first counsel the affected Board member privately, to try and adjust the actions or inactions that gave rise to the consideration for recall. The goal is first to seek a compromise that allows the affected Board member to remain in their position, having adjusted their conduct to supporting the mission.
2. Where such counseling and private persuasion have not changed the conditions of the issues that gave rise to the consideration for recall, the Board shall attempt collectively, and with discretion and respect, to seek the affected Board member's voluntary resignation from the Board.
3. Where such counseling and private persuasion to seek a voluntary resignation from the affected Board member is ineffective in the reasonable judgment of the Board collectively, or any member thereof, any Board member may raise a call for a Board vote to seek recall of the affected Board member. Such motion shall only be brought in a regularly noticed Board Meeting. Any such motion must be seconded and joined by not less than 3 other Board members, where the Board as then constituted is greater than ten in number, and where constituted less than ten in number, the motion shall only be accepted for debate and vote where at least 25% of the Board raises and/or joins the motion. The motion shall only be considered properly brought where specific information is presented by the moving Board member to support the motion. The affected Board member shall be allowed a reasonable time to consider the information presented, and may ask to continue any vote until given reasonable time to offer a rebuttal presentation. The continuance of a vote, where requested, shall be liberally permitted by the presiding officer of the Board at the time of the motion, however where time is reasonably of the essence, the Board may call for a vote by electronic means (i.e., email) in the days following the motion and rebuttal rather than wait until the next regularly scheduled Board meeting.

³ Recall procedures are necessary where a Board member or Committee Chair has acted against the "mission" or has failed to act in their area of responsibility to the detriment of the "mission". These procedures are designed to give the General Membership the ability to initiate the process, and the affected Board member/Chair the right to defend themselves adequately.

4. Only where the vote of the Board for recall is 2/3rd (two third) or greater of the Board as then constituted will a Board member be deemed recalled. If the Board member affected by a passing recall vote of the Board was **elected** by the membership in which they were the subject of a recall vote that passed by Board vote, the affected Board member shall **not** be recalled until the general membership is advised of the motion and the vote outcome, at which the Board shall present the circumstances of recall to the membership at its next regularly scheduled membership meeting for vote of the membership. The affected Board member shall be given reasonable opportunity to present their rebuttal to the recall action to the general membership. Where the membership votes to recall the Board member by not less than 2/3rd (two third) vote of the present members voting, will the affected Board member be recalled.

Section 14 – “Robert’s Rules of Order” Procedure

HiP is a volunteer parent organization. Formal rules and procedures can be counter-productive to efficiencies of the organization’s functioning and its mission. These ByLaws are designed to overcome the normal rules of parliamentary procedure, such as Robert’s Rules of Order. However, without instituting Robert’s Rules as those of HiP, it is desirable that where an issue of process develops where these ByLaws do not give customized procedures, Robert’s Rules of Order shall be consulted and followed, to the extent needed, to advance the issue to resolution. However, using Robert’s Rules is not meant to replace these ByLaws, only supplement them.

Board members are empowered at Board meetings to raise motions. A “second” shall be necessary for any such motion to be brought to the table for consideration of the entire Board for a vote. Should a motion be so made and seconded, the President shall determine the amount of time necessary for discussion or debate, and give reasonable time for discussion in favor of and against the motion. Formal “Robert’s Rules” on standing and motion procedures shall not be enforced, unless otherwise stated herein.

Section 15 – Where a Board Vote is Tied

Where a vote of the Board in any regular session results in a tie of the present Board members at the meeting, the following procedures of tie-breaking will take place:

1. The issue shall be presented to **all** remaining Board members not present for the vote, to then vote upon the issue to seek to break the tie.
2. Where all Board members were called to vote, and all votes were cast for, against or absentia, and a tie remains, only the elected members of the Board shall be called upon to vote again, for or against the motion. **Elected** Board members are those Board members elected by the membership and are serving within the term of office for which they were elected. **Appointed** Board members are those Board members who were appointed to fill vacant seats, or were appointed to succeed themselves from a prior term of office in which they may have been previously elected. The Secretary shall keep a written record to confirm each Board member’s status as elected or appointed. If a tie vote remains thereafter, the President shall cast the tie breaking vote.

Section 16 – Signing Authority on HiP Expenditures

For any expenditure greater than \$500, Board approval shall be required ahead of any authorization and issue of payment of HiP funds. Where an expenditure is \$500 or less, the President and Executive Vice President together may approve said expenditure without Board approval, in the interest of time and convenience to the Board, however must bring the expenditure to the attention of the Board at its next regular meeting, for full disclosure and discussion, and consideration of a vote to approve the expenditure. Good cause is required for the President and Executive Vice President to approve any expenditure of HiP funds without prior Board authority, therefore it is in the best interest of HiP that to the extent instant communications (i.e., email) can be used to advise the Board of an intended expenditure of any value, the President/Executive Vice President utilize such communication means to seek Board approval.

For all expenditures of HiP funds, authorization shall be required of the President, acknowledged by written notice of acknowledgement by the Treasurer. In the absence or unavailability of the President, the Executive Vice President shall hold said authorization duties as acting President. In all instances of expenditures, the authorization shall be conveyed to the Secretary, and the Secretary shall record such authorization into the minutes of the board and membership meetings, and the Treasurer shall record and reflect said expenditures for the financial records of the corporation.

All expenditures of HiP funds, greater than \$500, or cumulatively for the same or related transaction that exceeds \$500, shall require the signature of the President and the Executive Vice President and acknowledged by written notice of acknowledgement of the Treasurer. All transactions shall be made a part of the Treasurer's records, and shall be included in the financial statements made a part of the record of HiP.

Where Board approval for an expenditure has been obtained, yet the President is unable or unwilling to authorize the expenditure, the Executive Vice President has the authority to act as President for this single purpose. Where both the President and Executive Vice President are required to authorize a Board approved expenditure, yet one or both are unable or unwilling to authorize the expenditure, the Treasurer shall advise the whole Board of such a situation, and obtain a majority of the Board's approval for said expenditure. Where such conduct takes place, if at all, the whole Board may cite such conduct to support a call for recall of the President and/or Executive Vice President.

Section 17 – Financial Benchmarks and Minimum Account Levels

The Board shall maintain financial reserves in a recognized financial banking institution with appropriate governmental regulatory protections, at prevailing interest rates, best designed to insure funds are safe and earning appropriate interest.

The Board shall maintain safeguards against monies depleted by not allowing reserve cash to drop below \$50,000 without providing the membership with advanced notice of the purpose and rationale for said depletion of reserve cash. Should present reserves dip below \$50,000, the membership shall be specifically advised of said financial condition, and the Board shall present detailed

and specific information for the reason(s) said condition exists, and all steps the Board intends to take to address the condition. Where reserves remain below \$50,000 from one monthly General Membership meeting period to the next, the board shall continue to advise the membership of this condition, and continue to report to the membership the board's plan to address the condition and restore the reserves to levels above \$50,000.

The Board shall seek to set aside as a reserve each calendar school year of at least \$50,000 beyond that which was otherwise raised and spent in that calendar school year. Where said funding reserves exceed \$150,000 cumulatively, the Board shall initiate proposals as to major spending program(s) for the use of said monies for the benefit of Hesby Oaks, such as capital improvements, or other major undertakings.

The setting aside of funds in reserve shall be placed in safe interest bearing funds such as money market funds, or may be earmarked for specific projects for the benefit of the Hesby Oaks School, such as computer labs, garden projects, athletic equipment, etc., and the Board shall undertake such investment of funds each year where financially possible and reasonable, unless circumstances dictate otherwise, and are therefore fully reported to the General Membership for consideration and debate.

Section 18 – Board Meeting Notice / Membership Meeting Notice

Board meetings shall only take place where notice to all board members has been made with reasonable advance notice as to time, place and purpose. At least one board meeting shall generally take place each month during the calendar school year, excluding December, where resolved.

Where the Board may conduct business less formally, i.e. email, all Board members shall be included in the electronic discussion.

Board Members are expected to attend in person all Board and HiP General Membership meetings as their schedules reasonably allow. Failure to regularly attend both sets of meetings is ground to support a motion for recall.

HiP General Membership meetings shall only take place where notice to all members has been made with reasonable advance notice as to time, place and purpose, using all reasonable means of mass communication, including website posting, E-Blast, Tuesday Backpack News, Marque placement, and HiP Bulletin Board notice.

Section 19 – Minutes of the Board Meetings and Minutes of the Membership Meetings

The Secretary of the Board shall be responsible for accurately maintaining all board and membership meetings. The Secretary shall maintain both sets of minutes in a reasonably standard form fashion as generally prepared by civic and other organizations. Where the Secretary is absent for any board or membership meeting, the President or their designated representative for such meeting shall appoint another member of the Board to temporarily assume the duties of the Secretary for such meeting to maintain the minutes.

Minutes of the prior Board and the prior Membership meetings shall be circulated by the Secretary to all Board members reasonably promptly after the board or membership meeting is concluded. Said set of draft minutes shall thereafter be reviewable by the Board for a reasonable period of time in advance of the next Board meeting.

Upon the commencement of the next scheduled Board meeting, the President shall place onto the agenda the consideration of a motion to adopt the minutes of the previous Board and previous Membership meetings into the official records of Hip.

Where Board action may have taken place outside the parameters of a formal Board meeting (i.e., emails were exchanged with all Board members in a dialogue to conduct immediate and necessary Board activities in lieu of a formal meeting) the Secretary shall amend the draft minutes of the previous formal Board meeting to reflect the informal board actions, noting the distinction of circumstances.

Once a motion is brought and approved for the adoption of prior meeting minutes, the approved set of minutes shall be incorporated into the official Hip corporate records for record keeping.

Section 20 – Special Eligibility Recommendations for Specific Board Positions

The office of President and Treasurer carry with them certain fiduciary and management qualifications, and as such, all elections and/or appointments of persons to these positions will be done so by soliciting candidates with specific backgrounds, experiences and educational training to meet the needs of each seat. The office of Middle School Vice President shall be limited to only those members of HiP who have at least one child enrolled in the sixth, seventh or eighth grades of Hesby Oaks School during the school year in which the candidate seeks to hold the Middle School Vice President position.

For **President**, candidates for election or appointment where applicable are strongly encouraged to have served on the HiP Board for at least one year in a leadership role in fundraising and/or financial issues, or as the Executive Vice President, or have served in a similar role(s) for another school board organization for at least one year.

Where a candidate is elected or appointed to the Board in the capacity of President, who has never previously served on the HiP Board, or served as an Executive Vice President or President of a substantially similar school board, the Board shall invite the immediate past president to be a non-voting advisory *ex officio* member of the Board during the first six months of the calendar year to act in advising the President and the Board on matters of Board function and oversight. After such time, the *ex officio* role shall expire, and the immediate past president shall no longer be a member of the Board, unless the Board acts to seek to extend the appointment for a further period of time not to extend beyond a full year from the time of the initial election of the President without prior Board experience.

For **Treasurer**, candidates for election or appointment are strongly encouraged to have served on the HiP Board for at least one year in any capacity, but have worked with the HiP Treasurer for any significant period of time within that year training and being mentored in the financial systems and

accounting practices of HiP. Candidates for HiP Treasurer may also qualify by having education and experience in accounting systems, such as a qualified C.P.A., bookkeeper, tax attorney or accountant.

For ***Middle School Vice President***, candidates for election or appointment must have at least one sixth, seventh or eighth student enrolled at Hesby Oaks School during the year in which the candidate seeks to serve in this position, and are encouraged to have spent at least one year serving as a member of the Middle School Task Force and chaired one or more tasks within the Middle School Task Force program.

Section 21 – Right of Board Members to Resign

Any board member shall have the right to resign from the board at any time, for any reason, disclosed or not, by written or oral notice, and the Board shall accept said resignation without condition.

Section 22 – Compensation

No member of the HiP board shall receive any compensation, or any kind, whether monetary or other consideration, as a consequence of their position as a board member.

Section 23 – Insurance Right

The board is empowered and shall undertake all reasonably needed measures to procure and hold director and officer liability insurance, as necessary to protect the board and the organization against risk.

The Secretary shall report to the Board all activities to seek, obtain and maintain active and viable Directors' & Officers' (D&O) Insurance coverage. The Secretary shall provide to the Board written confirmation of the existence of viable D&O insurance coverage, and maintain same in the Corporate Records.

Section 24 – Liability Protection Rights

The Board of Directors of HiP shall not be personally responsible for the debts, liabilities or obligations of the organization. However, should any Board member undertake a debt, liability or obligation to the organization that is not approved by the Board by majority vote, said debt, liability or obligation shall be the personal responsibility of the Board member, and subject to oversight and reconsideration by the full HiP general membership following full notice to the membership and discussion and vote (where appropriate) by the membership at the next regularly scheduled HiP General Membership meeting to approve the debt, liability or obligation be assigned to the organization rather than the individual Board member.

Section 25 - Prohibition of Conflicts of Interest

No board member or persons appointed by the board in committee and volunteer roles shall place themselves into a position of a conflict of interest that defeats the mission of HiP.

No actions or policies of HiP shall be initiated or sustained that place the organization or its members conducting programs or activities supported or sponsored by HiP to be encumbered or dedicated to certain vendors or service providers that are anti-competitive or an unreasonable restraint of trade that defeats the mission of HiP. For example, should a vendor be identified by the Board as a sole source supplier of particular services as a result of the vendor promising competitive pricing or competitive services (i.e. in kind services) however the vendor provides an unreasonable timeframe to undertake and provide the service, and the use of said services is more costly or cumbersome to HiP in any reasonable fashion, then such a restraint of trade shall be disallowed, and the Board will resolve to discontinue such a sole source supplier relationship in favor of another relationship that better meets the mission.

Section 26 – Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, whether or not the corporation would have the power to indemnify the agents against such liability under the Articles of Incorporation, these ByLaws or provisions of law.

Section 27 – Dissemination and Availability of All Minutes and Corporate Records

The Secretary shall make available to any HiP member, upon reasonable request, the complete set of corporation records, board minutes, membership minutes, ByLaws and any amendments thereto, and all other such corporation records, at such time and place as reasonably agreed upon, for both the purpose of review and copying. Where copying is requested, the Secretary shall undertake such copying for later distribution to the member, at the member’s reasonable expense, unless waived by the Board as a result of the de minimis cost involved for copying.

ARTICLE IV – Elections

Section 1 – Timing

The Board shall begin the election process in March of each calendar school year, by making a general announcement at the **March HiP meeting** and by all means of mass communication that elections are being called, and to encourage all members to consider running for elected positions.

Section 2 – Election Process

The Board shall appoint an election committee of interested members of HiP who are committed to not run for elected seats during the election cycle at hand. The election committee shall be given broad authority to conduct elections independent of the Board, but remain open and transparent to the membership in the manner in which the elections are carried out, where inquiry is made.

The committee shall set dates and times by which candidates may submit their name for election, along with candidate statements and qualifications. Where candidates submit their intent to run untimely, or their statements and qualifications untimely, the election committee shall be empowered to consider and overrule a rejection of a late filing in the interest of the mission.

Section 3 – Election Ballots

The election committee shall prepare, at HiP expense, ballots of candidates slated for election, along with candidate statements, using baste stamps to ensure fair elections. The committee shall use all needed means of accounting for ballots to ensure duplicates are not made and used, and that all members are given equal and full access to voting. Election ballots shall be anonymous. The committee is empowered to set aside at the school office replacement ballots where necessary for members who genuinely misplaced or lost their original ballots, and establish reasonable safeguards for the release and distribution of duplicate ballots to ensure fairness.

Section 4 – Candidate Speeches

All candidates for elected Board positions shall be given reasonably opportunity to give speeches at a designated HiP membership meeting in the weeks before the election is run. Generally this will be the April or May HiP meeting, depending on scheduling considerations. No candidate is required to give a speech, and may rely instead on the written candidate statements that will accompany the ballot, if provided. The committee shall set any necessary time limit for speeches, of equal application to all candidates.

Section 5 – Voting Process

Elections shall run for a reasonable period of time from start to finish, so as to give all members the opportunity to consider their voting choice, and submit their vote. Generally this shall be for at least a full week, and generally is done in the week leading up to the Spring BBQ event. The committee shall establish one voting box, secured reasonably against fraud or tampering, and provide the box to the school office for members to submit ballots anonymously throughout the voting period. The committee shall establish a ballot closing point in time, and thereafter tally the votes in as fair and impartial a manner as reasonably possible, as well as use their best judgment in double-checking results to ensure accuracy.

Section 6 – Unopposed Elected Seats, Seats with No Candidates Running

Ballots shall contain write in space for all elected posts standing for election in that election cycle. Where a seat is unopposed (i.e. one candidate alone is running), the ballot shall still list the unopposed post and the write in space.

Where no candidate has stepped up to run for an elected board seat, the seat shall not be listed on the ballot, and the newly formed board following election certification shall be empowered to appoint unfilled elected board seats, and shall endeavor to do so without undue delay.

Section 7 – Ballot Counting

The election committee shall count the ballots in a manner and process that best serves the mission, ensuring fairness and impartiality.

Section 8 – Election Result Announcement

The election committee shall report the election results to the present President of HiP, or other such board leader if a president is otherwise unavailable, etc. The President shall announce the results at the HiP BBQ or other such end of school event, and thereafter by mass communication announcement if such BBQ event does not take place. In addition, the Board shall use mass communication methods to report the election results to the membership.

Section 9 – Seamless Transition of Boards

In the event no person steps up to run for President, Secretary or Treasurer in any election cycle, the immediate Past President shall remain as President beyond the one year term until the new Board appoints a new President. This is to ensure that at no time will there be a lack of the President of HiP. Where a sitting President may resign or be recalled, the Executive Vice President otherwise will act as President until a new President is seated.

These same procedures apply to the positions of Secretary and Treasurer. However, where a standing Secretary or Treasurer resigns or is recalled, the one will temporarily assume the position for the other until a permanent Secretary or Treasurer is appointed. Therefore, for a temporary period, there may be a Board member serving as both Secretary and Treasurer, however they shall not obtain more than one vote during such dual capacity.

ARTICLE V – ByLaws Amendments and Adoption

Section 1 – ByLaws Amendments and Adoption

These ByLaws shall replace and subsume any and all prior ByLaws of HiP, entirely. These ByLaws may be amended, repealed or otherwise rewritten on whole or in part, by the consideration, motion and duly recognized vote of the membership of HiP by majority vote of the whole membership at any duly noticed HiP meeting, where the issue of ByLaw changes are duly noticed with advance notice to all members and reasonable opportunity for comment and debate.

These ByLaws may only be adopted or amended by at least 2/3 majority vote of the Board. The General Membership may seek to amend or replace these ByLaws by any group of 25 or more members bringing written notice of intent to amend or replace these ByLaws to the Board, and presenting intended proposed amendment(s) or replacement ByLaws. Where such action by 25 or more members is presented, the Board shall at the next regularly scheduled General Membership meeting, place before the membership the proposed amendment(s) or replacement ByLaws for motion, debate, and vote by the whole General Membership present at the meeting. Where 2/3rd (two third) or more of the votes cast by the general membership agrees to the proposed amendment(s) or replacement ByLaws, the

motion shall be carried and the ByLaws shall be amended or replaced. The Secretary shall note the motion, vote and thereafter record the new Bylaw amendment(s) or replacement ByLaws in the corporate records.

Section 2 – Passage and Implementation

By duly recognized process, these ByLaws are adopted and are therefore the working rules of conduct by which HiP shall organize and conduct its affairs for the benefit of Hesby Oaks School and its community.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of HiP, a California nonprofit public benefit corporation; that these Bylaws, consisting of 21 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on _____; and that these Bylaws have not been amended or modified since that date.

Executed on _____ at _____ California.

Secretary